

THOMPSON  
HINE & FLORY LLP

*Attorneys at Law*

August 11 , 2000

**VIA HAND DELIVERY**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

RECORDATION NO. **23041** FILED  
AUG 11 '00 11:20 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a primary document not previously recorded entitled Memorandum of Master Lease Agreement (together with all amendments and supplements, the "Memorandum of Lease") between Heller Financial Leasing, Inc. (together with its successors and permitted assigns, the "Lessor") and Kasgro Leasing, LLC (together with its successors and permitted assigns, the "Lessee") dated as of July 31, 2000.

The parties to the Memorandum of Lease are:

LESSOR — Heller Financial Leasing, Inc.  
500 W. Monroe Street  
Chicago, IL 60661

LESSEE — Kasgro Leasing, LLC  
320 East Cherry Street  
New Castle, PA 16102

The said Memorandum of Lease evidences of record that certain Master Lease Agreement dated as of July 31, 2000 (the "Lease"), pursuant to which the Lessor is leasing to the Lessee certain rebuilt gondola railcars (formerly flat railcars), certain new flat railcars and depressed center railcars, as identified in the Lease.

The units of equipment covered by the instant Memorandum of Lease are the said rebuilt gondola, flat and depressed center railcars, as identified in Schedule I to the Memorandum of Lease, a copy of which is attached hereto.

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Honorable Vernon A. Williams  
Secretary, STB  
August 11, 2000  
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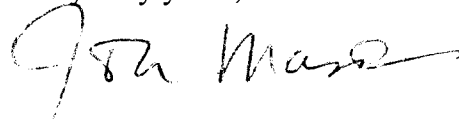
A short summary of the Memorandum of Lease to appear in the STB Index is as follows:

“Memorandum of Lease dated as of July 31, 2000 between Heller Financial Leasing, Inc., as Lessor, and Kasgro Leasing, LLC, as Lessee, covering 52 rebuilt gondola railcars bearing new identification marks and numbers: LNAL 10050-10063, LNAL 10080-10101 and KRL 10064-10079, 2 flat railcars bearing identification marks and numbers: KRL 701200 and KRL 701201; and 2 depressed center railcars bearing identification marks and numbers: LNAL 300300 and LNAL 340323.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterpart not needed for your files, together with the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
Heller Financial Leasing, Inc. and Kasgro  
Leasing, LLC*

Enclosures

107232  
049849.03

## Fifty-two (52) 100 Ton High side gondola railcars

OLD NO		NEW NO	
BCOL	19041	LNAL	10050
BCOL	18078	LNAL	10051
BCOL	17902	LNAL	10052
BCOL	19048	LNAL	10053
BCOL	18127	LNAL	10054
BCOL	18059	LNAL	10055
BCOL	19032	LNAL	10056
BCOL	18374	LNAL	10057
BCOL	18402	LNAL	10058
BCOL	19080	LNAL	10059
BCOL	17746	LNAL	10060
BCOL	19088	LNAL	10061
BCOL	19030	LNAL	10062
BCOL	19026	LNAL	10063
BCOL	19024	KRL	10064
BCOL	19012	KRL	10065
BCOL	19083	KRL	10066
BCOL	19075	KRL	10067
BCOL	18470	KRL	10068
BCOL	19065	KRL	10069
BCOL	19010	KRL	10070
BCOL	19047	KRL	10071
BCOL	19018	KRL	10072
BCOL	19051	KRL	10073
BCOL	17975	KRL	10074
BCOL	19033	KRL	10075
BCOL	19082	KRL	10076
BCOL	18075	KRL	10077
BCOL	18372	KRL	10078
BCOL	19042	KRL	10079
BCOL	19028	LNAL	10080
BCOL	19029	LNAL	10081
BCOL	17757	LNAL	10082
BCOL	17855	LNAL	10083
BCOL	17894	LNAL	10084
BCOL	19040	LNAL	10085
BCOL	17944	LNAL	10086
BCOL	17955	LNAL	10087
BCOL	19044	LNAL	10088
BCOL	18021	LNAL	10089
BCOL	18051	LNAL	10090
BCOL	19049	LNAL	10091
BCOL	18448	LNAL	10092
BCOL	19063	LNAL	10093
BCOL	18176	LNAL	10094

Equipment Description	
120-ton 4-axle flat railcar	KRL 701200
120-ton 4-axle flat railcar	KRL 701201
300-ton 12 axle depressed-center railcar	LNAL300300
340-ton 12-axle depressed-center railcar	LNAL 340323

SCHEDULE I  
2 of 2

BCOL	18247	LNAL	10095
BCOL	19078	LNAL	10096
BCOL	18499	LNAL	10097
BCOL	19081	LNAL	10098
BCOL	18518	LNAL	10099
BCOL	19006	LNAL	10100
BCOL	19008	LNAL	10101

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
MASTER LEASE AGREEMENT**

MEMORANDUM OF MASTER LEASE AGREEMENT dated as of July 31, 2000 (together with all amendments and supplements hereto, this "Memorandum") between Heller Financial Leasing, Inc., a Delaware corporation, (together with its successors and permitted assigns, the "Lessor"), and Kasgro Leasing, LLC, a Pennsylvania limited liability company (together with its successors and permitted assigns, the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into that certain Master Lease Agreement, dated as of July 31, 2000, covering the railcars, as described in Schedule I attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such railcars in favor of the Lessor and the leasehold interest in such railcars of the Lessee and, accordingly, have caused this Memorandum to be duly executed by their respective duly authorized officers, on the 10<sup>th</sup> of August, 2000.

HELLER FINANCIAL LEASING, INC.

By: *John Blum*

Title: *Vice President*

KASGRO LEASING, LLC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

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HELLER FINANCIAL LEASING, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

KASGRO LEASING, LLC.

By: *[Signature]*

Title: Pres. & CEO.

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF LAWRENCE )

SS:

On this 10th day of August, 2000, before me personally appeared G. M. Kassab to me personally known, who, being duly sworn, did say that he is President & CEO of Kasgro Leasing, LLC, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the forgoing instrument was the free act and deed of such corporation.

Joan M. Phillips  
Notary Public

My Commission Expires:  
\_\_\_\_\_

Notarial Seal  
Joan M. Phillips, Notary Public  
Taylor Twp., Lawrence County  
My Commission Expires Aug. 20, 2001  
Member Pennsylvania Association of Notaries

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

SS:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_ to me personally known, who, being duly sworn, did say that he is \_\_\_\_\_ of Heller Financial Leasing, Inc., and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_ to me personally known, who, being duly sworn, did say that he is \_\_\_\_\_ of Kasgro Leasing, LLC, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the forgoing instrument was the free act and deed of such corporation.

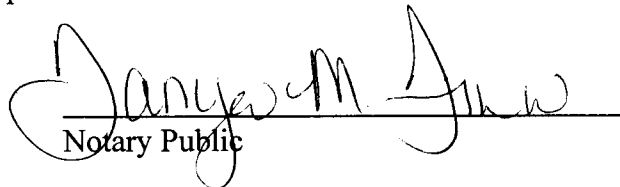
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this 10th day of August, 2000, before me personally appeared Joseph B. Williams to me personally known, who, being duly sworn, did say that he is Vice President of Heller Financial Leasing, Inc., and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public

My Commission Expires:

10/25/2003



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OLD NO		NEW NO	
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